# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



SEC USE ONLY						
Prefix	Serial					
DATE RECEIVED						

1314339 Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Series B Preferred Stock Financing Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 **区** Rule 506 ☐ Section 4(6) Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Bluemercury, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 1010 Wisconsin Avenue, N.W. Suite 525, Washington, DC 20007 (202) 342-9800 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Retail sales Type of Business Organization corporation ☐ limited partnership, already formed □ other (please specify): FINANCIAL ☐ business trust ☐ limited partnership, to be formed **Month** Year Actual or Estimated Date of Incorporation or Organization: 07 1999 Actual ☐ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that	☐ Promoter	■ Beneficial Owner	Executive Officer	<b>⋉</b> Director	☐ General and/or			
Apply:					Managing Partner			
Full Name (Last	Full Name (Last name first, if individual)							
Malcom, Maria		· · · · · · · · · · · · · · · · · · ·						
	dence Address (Number and		DO 0000E					
		e, N.W. Suite 525, Washington						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	Executive Officer	<b>⊠</b> Director	☐ General and/or Managing Partner			
	name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bluemercury, Inc. 1010 Wisconsin Avenue, N.W. Suite 525, Washington, DC 20007								
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	<b>☑</b> Director	☐ General and/or Managing Partner			
Estrin, Mel	name first, if individual)							
Business or Res	dence Address (Number and S	Street, City, State, Zip Code)						
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner			
Full Name (Last Sachs, Andrew	name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code) 15212 Falconbridge Terrace, North Potomac, MD 20878								
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
Silverhaze Partn								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Zeid Masri, 6862 Elm Street, #720, McLean, VA 22101								
Check Boxes that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner			
Bethany Partner								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Andrew Sachs, 15212 Falconbridge Terrace, North Potomac, MD 20878								
Check Boxes that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner			
	name first, if individual) ue Investments, LLC							
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lawrence Berger, 3069 Cleveland Ave. NW, Washington, DC 20008								

1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes No	) <u>X</u>				
2.	What is th	e minimum in	vestment tha	at will be acc	cepted fron	n any individ	lual?				*****	\$ <u>no</u>	minimum
3. Does the offering permit joint ownership of a single unit?									Yes X No	o			
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
N/A													
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Nan	ne of Assoc	iated Broker o	r Dealer										
		h Person Listed ates" or check											□ All States
JAL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
[IL]	•	[IN]	[IA]	[KS]	[KY]	(LA)	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
, . [MT		INEI	 INVI	[NH]	ן נאן.	[NM]	[NY]	INCI	, , [ND]	[OH]	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Las	st name first, i	f individual)								H 1	,	
Bus	iness or Re	sidence Addre	ss (Number	and Street, (	City, State,	Zip Code)							
Nan	ne of Assoc	ciated Broker o	or Dealer										
Stat	es in Whicl	h Person Liste	d Has Solicit	ted or Intend	ls to Solici	Purchasers							
(Ch	eck "All St	ates" or check	individual S	States)	••••	••••••		••••••					All States
[AL	•	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	(MO)
ΙMΊ		[NE]	INVI	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		ISCI st name first, i	[SD]	[TN]	[TX]	JUTJ	[VT]	[VA]	[VA]	[WV]	[WI]	IWYI	[PR]
i un	rame (Lac	se name mst, t	i marviduar)										
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
Stat	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)													
[AL	.)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H1]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[HM]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		ISCI	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	ĮVAJ	[WV]	[WI]	[WY]	[PR]

B. INFORMATION ABOUT OFFERING

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sol transaction is an exchange offering, check this box \( \precedeta \) and indicate in the columns below the amounts of the securities.	ld. Enter "0" if a	nswer is "	none	e" or "zero." If the
	Type of Security	Aggregate Offering Price	•		mount Already Sold
				¢	3014
					1,642,000
		1,642,000		ъ —	1,042,000
	Common Preferred				
		·			<del></del>
	Partnership Interests \$				
		·		\$_	
	Total\$	1,642,000		\$_	1,642,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number			Aggregate
		Investors		I	Dollar Amount of Purchases
	Accredited Investors	12			1,642,000
	Non-accredited Investors	0		\$_	0
	Total (for filings under Rule 504 only)			\$_	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
		Type of		1	Dollar Amount
		Security			Sold
	Type of Offering				
	Rule 505		_	\$_	
	Regulation A		_	\$_	
	Rule 504		_	\$_	
	Total		_		
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	
	Printing and Engraving Costs			\$_	
	Legal Fees		×	\$_	7,500
	Accounting Fees				
	Engineering Fees.			\$_	
	Sales Commissions (specify finders' fees separately)			\$_	
	Other Evnences (Identific) Blue Stry Filing Fees		×	\$	300

7,800

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
<ul> <li>Enter the difference between the aggregate offering price given in response to Part C - Question 1 and in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"</li> </ul>	total expenses furnished	\$ <u>1,634,200</u>
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for ear If the amount for any purpose is not known, furnish an estimate and check the box to the left of the e payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Quest	stimate. The total of the	Payment To Others
Salaries and fees	S	□ \$
Purchase of real estate	□ \$	
Purchase, rental or leasing and installation of machinery and equipment		
Construction or leasing of plant buildings and facilities		□ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used		
in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$	□ s
Working capital	□ \$	□ \$
Other (specify):	□ \$	\$ 1,634,200
one (specify).	□ \$	□ \$
	□ s	□ s
Column Totals	□ \$	
Total Payments Listed (column totals added)	፟ \$	1,634,200
D. FEDERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request non-accredited investor pursuant to paragraph (b)(2) of Rule 502.		
Issuer (Print or Type)  Signature	1/1 /	Date
Bluemercury, Inc.		1/10/05
Name of Signer (Print or Type)  Title of Signer (Print or Type)		
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# ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)